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TN REGULATORY AUTHORITY
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July 25, 2002

BY OVERNIGHT DELIVERY

Executive Director
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

DOCKET NO.

02-00812**Re: Request for Approval of Customer-Notification Letter**

Dear Executive Director:

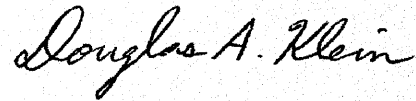
Cable & Wireless USA, Inc. ("C&W") is currently in negotiations to sell its U.S. consumer long-distance business. C&W has not yet selected a buyer for this business but expects to do so within the next two weeks. In order that customers may be given as much notice as possible, C&W would like to notify its customers as soon as possible after selection of a buyer. C&W will provide at least as much notice as is required by the rules of the Federal Communications Commission and the various state regulatory agencies.

C&W hereby seeks the Tennessee Regulatory Authority's advance approval of the attached customer-notification letter. The letter complies with the FCC's rule for transfer of a customer base, 47 C.F.R. § 64.1120(e), and will be sent to customers at least 30 days in advance of the transfer on letterhead that includes the logos of both C&W and the buyer.

An original and fourteen copies of this letter and the attached customer-notification letter are enclosed. Also enclosed is a check for the \$25 filing fee. Please date-stamp and return one copy of this letter in the enclosed self-addressed stamped envelope.

Please contact the undersigned with any concerns regarding this matter.

Respectfully submitted,

A handwritten signature in cursive script that reads "Douglas A. Klein".

Douglas A. Klein
Hogan & Hartson L.L.P.
Counsel for Cable & Wireless USA, Inc.

Enclosures

Cc: Sharla Dillon, TRA (by e-mail)

[joint C&W and Buyer letterhead]

Dear Customer:

As you may have heard, Cable & Wireless is restructuring its US business to focus on delivering the highest quality Internet, hosting and web services. This focus will allow us to provide the highest quality services that best meet the needs of our customers in these areas.

Because of this refocus, Cable & Wireless has decided to exit the consumer long-distance market. In order to ensure that you continue to receive high-quality service, Cable & Wireless has selected Buyer to become your provider of long-distance telephone services.

Buyer will become your long-distance telephone company on [date of transfer], or soon thereafter. Enclosed is a document describing the rates, terms, and conditions of Buyer's long-distance service, which will apply to you immediately following this change. The enclosure also describes how Buyer will notify you in the event of any future change in your rates, terms, or conditions of service.

Buyer will pay any carrier-change charges imposed by your local phone company associated with this transfer of your service. If such a charge appears on the bill from your local telephone company, Buyer will issue a credit for that amount on its first bill to you.

You have the right to select a different long-distance carrier. Should you decide not to use Buyer, you will need to contact a replacement carrier or your local phone company prior to [date of transfer]. If you are a customer of Cable & Wireless on the date of the transfer, your account will be transferred to Buyer even if you have arranged a preferred-carrier freeze through your local phone company.

You also remain free to select a different long-distance carrier after the switch to Buyer. If you had arranged a preferred-carrier freeze, that freeze will be lifted upon the transfer of your account to Buyer. You will need to contact your local phone company if you wish to arrange a new freeze.

Cable & Wireless will remain your carrier until the date of transfer and will be responsible for handling any concerns or complaints that arise with your service until then. Following the transfer, Buyer will be your carrier, and any concerns or complaints you have with Buyer's service should be addressed to Buyer at [Buyer's toll-free customer-service number].

Buyer is pleased to welcome you as a customer and looks forward to providing you with the highest quality service.

Sincerely,



Robert Drolet
President
Cable & Wireless USA, Inc.

[Representative]
Buyer, Inc.